

AT&T INC.  
Form 4  
June 04, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEPHENS JOHN JOSEPH**

(Last) (First) (Middle)  
208 S. AKARD STREET  
(Street)

DALLAS, TX 75202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AT&T INC. [T]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/02/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Exec. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	06/02/2014		M	2,136 A	76,670	D	
Common Stock	06/02/2014		F(2)	2,136 D \$ 35.44	74,534	D	
Common Stock	06/02/2014		M	2,549 A	77,083	D	
Common Stock	06/02/2014		F(2)	2,549 D \$ 35.44	74,534	D	
Common Stock	06/02/2014		M	2,193 A	76,727	D	

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Common Stock	06/02/2014	F <sup>(2)</sup>	2,193	D	\$ 35.44	74,534	D	
Common Stock	06/02/2014	M	525	A	Ⓛ	75,059	D	
Common Stock	06/02/2014	F <sup>(2)</sup>	525	D	\$ 35.44	74,534	D	
Common Stock	06/02/2014	M	546	A	Ⓛ	75,080	D	
Common Stock	06/02/2014	F <sup>(2)</sup>	546	D	\$ 35.44	74,534	D	
Common Stock						3,155.0812	I	By 401(k)
Common Stock						64,243.8895	I	By Benefit Plan
Common Stock						163,302	I	By LP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2013) <sup>(3)</sup>	\$ 0	06/02/2014		M	2,136	<u>(4)</u>	<u>(4)</u>	Common Stock	2,136
Restricted Stock Units	\$ 0	06/02/2014		M	2,549	<u>(4)</u>	<u>(4)</u>	Common Stock	2,549

(2014) <sup>(3)</sup>

Restricted  
Stock  
Units

\$ 0 06/02/2014 M 2,193 (4) (4) Common Stock 2,193

(2012) <sup>(3)</sup>

Restricted  
Stock  
Units <sup>(3)</sup>

\$ 0 06/02/2014 M 525 (4) (4) Common Stock 525

Restricted  
Stock  
Units <sup>(3)</sup>

\$ 0 06/02/2014 M 546 (4) (4) Common Stock 546

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENS JOHN JOSEPH 208 S. AKARD STREET DALLAS, TX 75202			Sr. Exec. VP and CFO	

## Signatures

/s/ Stacey S. Maris, Secy.,  
Attorney-in-fact  
\*\*Signature of Reporting Person

06/04/2014  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Mandatory tax withholding on vesting of Restricted Stock Units due to retirement eligibility.
- (3) Restricted stock units acquired pursuant to either the 2006 Incentive Plan or the 2011 Incentive Plan. Each unit is convertible into one share of issuer's common stock.
- (4) Units were vested on 6/2/2014 due to retirement eligibility; the units are distributable at the times, or upon the occurrence of certain events, as provided in the respective grant or plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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